

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
RIGHT-OF-WAY GRANT

SERIAL NUMBER CACA - 052537

1. As approved by the Record of Decision for the Alta East Wind Project dated May 23, 2013 a Right-of-way (ROW) grant is hereby issued pursuant to Title V of the Federal Land Policy and Management Act of October 21, 1976 (43 U.S.C. 1761 et seq.) and the Bureau of Land Management ROW regulations (43 CFR Part 2800) and amendments thereto.

2. Nature of Interest:

a. By this instrument, the holder:

Alta Windpower Development, LLC
11452 El Camino Real Estate, Ste 215
San Diego, CA 92130

receives a right to use and occupy the following described public lands to construct, operate, maintain, and decommission a Type-III wind energy project and ancillary facilities as described in the approved Plan of Development (POD) incorporated herein:

See attached legal description (Exhibit A).

- b. The project authorized herein consists of the permanent construction of up to 42 turbine sites or 126 MW, substation, operation and maintenance facility, turbine access road, temporary portable concrete batch plant, meteorological towers, and site roads.
- c. This instrument shall expire on December 31, 2042 unless, prior thereto, it is relinquished, abandoned, or terminated pursuant to the terms and conditions of this instrument or of any applicable Federal law or regulation.
- d. This instrument may be renewed by the Authorized Officer. The holder is required to submit an application for renewal at least 120 calendar days prior to the expiration date of this instrument. The Authorized Officer will review the application for renewal to ensure the holder is complying with the terms, conditions, and stipulations of this instrument and applicable laws and regulations. If renewed, the ROW shall be subject to the regulations existing at the time of renewal and any other terms and conditions that the Authorized Officer deems necessary to

protect the public interest.

- e. Notwithstanding the renewal, expiration, relinquishment, abandonment, or termination of this instrument, the provisions of this instrument, to the extent applicable, shall continue in effect and shall be binding on the holder, its successors, or assigns, until they have fully satisfied the obligations and/or liabilities accruing herein before or on account of the renewal, expiration, relinquishment, abandonment, or termination of this authorization.
- f. The Authorized Officer retains the right of access to the lands included within the ROW at any time and may enter any facility on the ROW in accordance with 43 CFR 2805.15(a). The holder shall pay monitoring fees in accordance with 43 CFR 2805.16 for the reasonable costs incurred in the inspection and monitoring of construction, operation, maintenance, and decommissioning of the ROW.
- g. This instrument is issued subject to valid existing rights in accordance with 43 CFR 2805.14.

3. Rental:

- a. For and in consideration of the rights granted, the holder agrees to pay the Bureau of Land Management the fair market value rental of the ROW, as determined by the Authorized Officer. Provided, however, that the rental may be adjusted by the Authorized Officer, whenever necessary, to reflect changes in fair market value as determined by the application of sound business management principles, and so far as practicable and feasible, in accordance with comparable commercial practices. The rental provisions of this authorization may also be modified consistent with the provisions of any regulatory changes or pursuant to the provisions of any new or revised statutory authorities. Rent will be paid on an annual basis consistent with the regulations.

4. Bond:

- a. A Performance and Reclamation bond will be required from the holder to ensure compliance with the terms and conditions of this instrument. The bond must be maintained in effect until removal of improvements and restoration of the ROW has been accepted by the Authorized Officer. Acceptable bond instruments include cash, cashier's or certified check, certificate or book entry deposits, negotiable U.S. Treasury securities (notes, bills, or bonds) equal in value to the bond amount, surety bonds from the approved list of sureties (U.S. Treasury Circular 570) payable to the Bureau of Land Management (BLM), irrevocable letters of credit payable to the BLM issued by financial institutions that have the authority to issue letters of credit and whose operations are regulated and examined by a federal agency, or a policy of insurance that provides BLM with acceptable rights as a beneficiary and is issued by an insurance carrier that has the authority to issue insurance policies in the applicable jurisdiction and whose insurance operations are regulated and examined by a federal or state agency. The Authorized Officer will not accept a corporate guarantee as an acceptable form of bond. The holder must provide the bond in an

acceptable form prior to receiving a Notice to Proceed for ground disturbing activities. The bond will be reviewed at the time of any assignment, modification, or renewal of this instrument. The Authorized Officer may increase or decrease the bond amount at any time during the term of the ROW authorization, consistent with the regulations and policy.

- b. The holder agrees that any bond held as security for holder's performance of the terms and conditions of this grant may, upon failure on the holder's part to fulfill any of the requirements herein set forth or made a part hereof, be retained by the United States to be applied as far as may be needed to the satisfaction of the holder's obligations assumed hereunder, without prejudice whatever to any other rights and remedies of the United States.
- c. Should the bond delivered under this instrument become unsatisfactory to the Authorized Officer, the holder shall, within 45 calendar days of demand, furnish a new bond. In the event of noncompliance with the terms and conditions of this instrument, the BLM will notify the holder that the surety or other bond instrument is subject to forfeiture and will allow the holder 30 calendar days to respond before action is taken to forfeit the bond and suspend or terminate the authorization.

5. Terms and Conditions:

- a. This instrument is issued subject to the holder's compliance with all applicable laws and regulations and, in particular, with the regulations contained in Title 43 Code of Federal Regulations Part 2800, including the terms and conditions required by 43 CFR 2805.12. Failure of the holder to comply with applicable law or regulations or any terms, conditions, or stipulations of this instrument shall constitute grounds for suspension or termination thereof of this instrument in accordance with 43 CFR 2807.17 – 2807.19. The Authorized Officer may change the terms and conditions of this instrument as a result of changes in legislation, regulations, policy or as otherwise necessary to protect public health or safety or the environment in accordance with 43 CFR 2805.15(e).
- b. The ROW Stipulations (Exhibit B), attached hereto and the approved Plan of Development are incorporated into and made a part of this instrument as fully and effectively as if they were set forth herein in their entirety.
- c. The holder shall perform all operations in a good and workmanlike manner, consistent with the approved Plan of Development, so as to ensure protection of the environment and the health and safety of the public. The Authorized Officer may order an immediate temporary suspension of operations, orally or in writing, in accordance with 43 CFR 2807.16 to protect public health or safety or the environment if the Authorized Officer determines that the holder has violated one or more of the terms, conditions, or stipulations of this instrument. An immediate temporary suspension order is effective until the holder receives a written Notice to Proceed from the Authorized Officer.

- d. The holder will not initiate any construction or other surface disturbing activities on the ROW without prior written authorization of the Authorized Officer. Such authorization will be a written Notice to Proceed (Form 2800-15) issued by the Authorized Officer or his/her delegated representative. Notices to Proceed will be required during construction, and each will authorize construction or use and occupancy only as therein expressly stated and only for the particular location or use and occupancy therein described, i.e., a construction phase or site location. The Authorized Officer will issue a Notice to Proceed subject to such terms and conditions as deemed necessary when the design, construction, use, occupancy, and operation proposals are in conformity with the terms and conditions of this instrument.
- e. The holder shall start construction on the initial phase of development no later than 24 months after the effective date of the issuance of this ROW grant. The holder shall complete construction within the timeframes in the Project Schedule as described in the Plan of Development, but no later than 24 months after start of construction. Failure of the holder to comply with this diligent development provision may cause the Authorized Officer to suspend or terminate the authorization in accordance with 43 CFR 2807.17 - 2807.19, and use the posted Performance and Reclamation bond to cover the costs for removal of any equipment and/or facilities. The Authorized Officer will provide the holder a written Notice of Failure to Ensure Diligent Development prior to the suspension or termination of the authorization. The holder will be provided an opportunity to correct any noncompliance in accordance with 43 CFR 2807.18 or submit a written request to the Authorized Officer for an extension of the timelines in the approved Plan of Development.
- f. Upon termination by the Authorized Officer or expiration of this instrument, all improvements shall be removed from the public lands within 180 calendar days or otherwise disposed of as provided for in the approved Plan of Development, or as directed by the Authorized Officer.
- g. This instrument shall, at a minimum, be reviewed by the Authorized Officer at the end of the 20th year and at regular intervals thereafter not to exceed 10 years. Provided, however, that this instrument may be reviewed at any time deemed necessary by the Authorized Officer in accordance with the regulations.
- h. This instrument may be assigned consistent with the regulations, but all assignments are subject to approval by the Authorized Officer. In addition, the qualifications of all assignees must comply with the requirements of the regulations. A partial assignment of this instrument shall not be approved if such action would hinder the Authorized Officer's management of the authorization or the associated public lands.
- i. Upon the request of the Authorized Officer, the holder shall provide access to environmental, technical, and financial records, reports, and other information related to construction, operation, maintenance, and decommissioning of the ROW. Any information marked confidential or proprietary will be kept confidential to the extent allowed by law. Failure of the holder to cooperate with such request, provide data, or grant access to such records, reports, and

information may, at the discretion of the Authorized Officer, result in suspension or termination of the ROW grant in accordance with the regulations.

- j. The holder shall not initiate any construction or other surface disturbing activities as a minor change to the ROW or Plan of Development without prior written approval of the Authorized Officer, or his delegate. Such authorization shall be a written Change of Condition or Adjustment. Each Change of Condition/Adjustment shall authorize construction or use only as therein expressly stated and only for the particular location and use therein described. All Changes of Condition/Adjustments are subject to such terms and conditions as deemed necessary by the Authorized Officer at the time of approval. Approved changes authorize construction or use only as therein expressly stated and only for the particular location, phase, area, or use described. The Authorized Officer may, by written notice, suspend or terminate in whole or in part any change of condition/adjustment which has been approved, when in the Authorized Officer's judgment, unforeseen conditions arise which result in the approved terms and conditions being inadequate to protect the public health and safety or to protect the environment. All Conformance Requests will be documented and tracked to ensure the acreages of disturbance affected by post-authorization conformance changes remain within the limits of impacts analyzed in the EIS and approved in the ROD and ROW.

IN WITNESS WHEREOF, The undersigned agree to the terms, conditions, and stipulations of this ROW grant.

Randy Hoyle

Agent of Alta Windpower Development, LLC

Randy Hoyle
Senior Vice President

Title

5/30/13

Date

WLB

BLM Authorized Officer

Field Manager

Title

5/30/2013

Date

Attachments

Exhibit A: Legal Description

Exhibit B: Stipulations

EXHIBIT A
CACA 52537
Legal Description

Wind Turbine Site

Mount Diablo Meridian,

T. 32 S., R. 35 E.

sec. 28, within lots 1 to 4, inclusive, SE $\frac{1}{4}$, southerly of the US Highway 58 southern ROW boundary (CALA0141259, CALA0141240, and CAS036175), excluding the portion of land included in the Southern Pacific Railroad ROW;

sec. 32, within the SE $\frac{1}{4}$ NE $\frac{1}{4}$, SE $\frac{1}{4}$ SW $\frac{1}{4}$, SE $\frac{1}{4}$, all southerly of the southern ROW boundary of CACA 13768;

sec. 34, all.

San Bernardino Meridian,

T. 12 N., R. 13 W.,

sec. 34, all.

The total ROW contains 1,999 acres more or less.

Figure 1
Selected Alternative

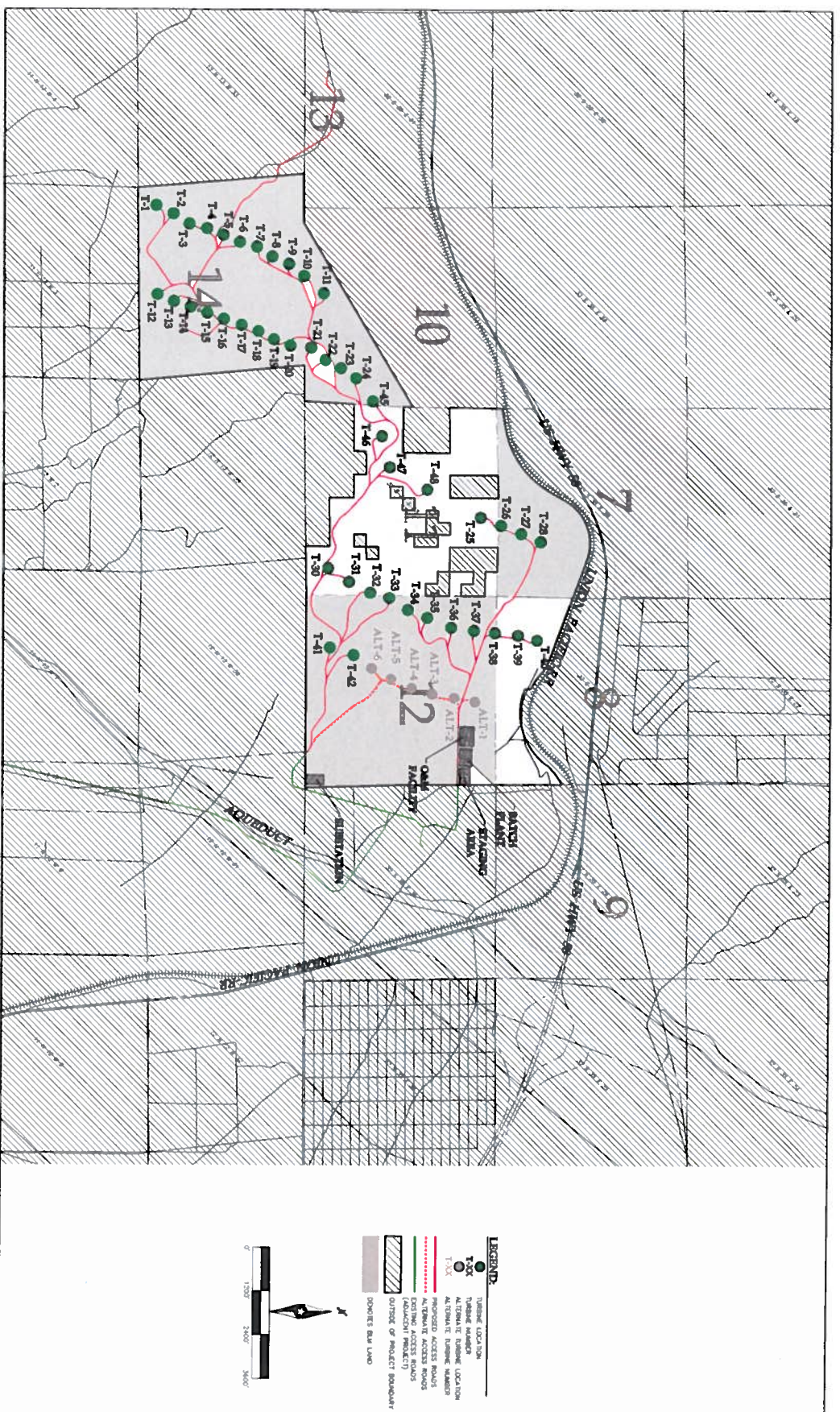


EXHIBIT B

STIPULATIONS

1. The holder shall construct, operate, and maintain the facilities, improvements, and structures within this ROW in strict conformity with the approved Plan of Development, as amended or supplemented by approval of the Authorized Officer. Any surface disturbing activity, additional construction, or use that is not in accord with the approved Plan of Development shall not be initiated without the prior written approval of the Authorized Officer. A copy of the complete ROW grant, including all stipulations and approved Plan of Development, shall be made available on the ROW area during construction, operation, and decommissioning. Noncompliance with the above will be grounds for immediate temporary suspension of activities if it constitutes a threat to public health or safety or the environment.
2. The holder shall comply with the Biological Opinion for listed and proposed species associated with this project signed by the US Fish and Wildlife Service on May 8, 2013, as amended. Failure to comply with the requirements of the Biological Opinion shall be cause for suspension or termination of the ROW grant.
3. Any cultural and/or paleontological resource (historic or prehistoric site or object) discovered by the holder, or any person working on its behalf, on public or Federal land shall be immediately reported to the Authorized Officer. The holder shall suspend all operations in the immediate area of such discovery until written authorization to proceed is issued by the Authorized Officer. An evaluation of the discovery will be made by the Authorized Officer to determine appropriate actions to prevent the loss of significant cultural or scientific values. The holder will be responsible for the cost of evaluation and any decision as to proper mitigation measures will be made by the Authorized Officer after consulting with the holder.
4. Unless otherwise agreed to in writing by the Authorized Officer, powerlines shall be constructed in accordance with standards outlined in "Suggested Practices for Raptor Protection on Powerlines", Raptor Research Foundation, Inc., 1996. The holder shall assume the burden and expense of proving that pole designs not shown in the above publication are "eagle safe." Such proof shall be provided by a raptor expert approved by the Authorized Officer. The BLM reserves the right to require modifications or additions to all powerline structures placed on this ROW, should they be necessary to ensure the safety of large perching birds. Such modifications and/or additions shall be made by the holder without liability or expense to the United States.
5. The holder will arrange and attend preconstruction conference(s) prior to the holder's commencing construction and/or surface disturbing activities on the ROW or specific construction phase of the ROW as specified by the Authorized Officer. The holder and/or his representatives will attend this conference. The holder's contractor, or agents involved with construction and/or any surface disturbing activities associated with the ROW, will also attend this conference to review the stipulations of the authorization, including the Plan of Development, as applicable. The holder shall notify the Authorized Officer of the schedule for any preconstruction conference at least 10 calendar days in advance of the preconstruction conference or such timeframe as may be required by the Notice to Proceed.

6. The holder shall designate a representative who shall have the authority to act upon and to implement instructions from the Authorized Officer. The holder's representative shall be available for communication with the Authorized Officer within a reasonable time when construction or other surface disturbing activities are underway.
7. The holder shall protect all survey markers found within the ROW. Survey markers include, but are not limited to, Public Land Survey System line and corner markers, other property boundary line and corner markers, and horizontal and vertical geodetic monuments. In the event of obliteration or disturbance of any of the above, the holder shall immediately report the incident, in writing, to the Authorized Officer and the respective installing authority if known. Where any of the above survey markers are obliterated or disturbed during operations, the Authorized Officer will determine how the marker is to be restored. The holder will be instructed to secure the services of a registered land surveyor or informed that an official survey will be executed by the Bureau of Land Management (BLM). All surveying activities will be in conformance with the Manual of Surveying Instructions and appropriate State laws and regulations. Surveys by registered land surveyors will be examined by the Authorized Officer and the BLM State Office Chief Cadastral Surveyor for conformance with the Manual of Surveying Instructions and State laws and regulations before being filed in the appropriate State or county offices of record. The holder shall be responsible for all administrative and survey costs.
8. Use of pesticides and herbicides shall comply with all applicable Federal and State laws. Pesticides and herbicides shall be used only in accordance with their registered uses within limitations imposed by the Secretary of the Interior. Prior to the use of the pesticides, the holder shall obtain from the Authorized Officer, written approval of a Pesticide Use Proposal Plan showing the type and quantity of material to be used, pest(s) to be controlled, method of application, locations of storage and disposal of containers, and any other information deemed necessary by the Authorized Officer.
9. Only those chemicals (pesticides and herbicides) listed on the BLM approved label list are authorized for use on public lands. A Pesticide Use Proposal must be submitted for each chemical used, and it cannot be used until approval has been obtained in writing from the Authorized Officer. The proposal needs to identify any surfactants or dyes used in the spraying operation. Applicator(s) of chemicals used must have completed pesticide certification training and have a current up to date Certified Pesticide Applicator's License. Pesticide and herbicide application records for the areas and acres treated must be submitted to the Authorized Officer each year. This includes the following:

Brand or Product name
EPA registration number
Total amount applied (use rate #A.I./acre)
Date of application
Location of application
Size of area treated
Method of treatment (air/ground)
Name of applicator
Certification number and dates

Costs to treatment
Amount of surfactants or dyes used in spraying operation

The record information must be recorded no later than 14 calendar days following the pesticide or herbicide application and must be maintained for ten years.

10. Construction sites shall be maintained in a sanitary condition at all times; waste materials at those sites shall be disposed of promptly at an appropriate waste disposal site. 'Waste' means all discarded matter including, but not limited to, human waste, trash, garbage, refuse, oil drums, petroleum products, ashes, and equipment. A litter policing program shall be implemented by the holder which covers all roads and sites associated with the ROW.
11. The holder shall comply with all applicable Federal, State, and local laws and regulations, existing or hereafter enacted or promulgated, with regard to any hazardous material, as defined by 43 CFR 2801.5 that will be used, produced, or transported on or within the ROW, or used in the construction, operation, maintenance, or decommissioning of the project or any of its facilities. "The holder agrees in accordance with 43 CFR 2807.12(e) to fully indemnify the United States against any liability arising from the release of any hazardous material on *or near the ROW in connection with the holder's use and occupancy of the ROW, whether or not the release is authorized under the grant.* This agreement applies without regard to whether a release is caused by the holder, its agent, or unrelated third parties.
12. Within 120 calendar days of completion of construction, the holder will submit to the Authorized Officer as-built drawings and a certification of construction verifying that the facility has been constructed in accordance with the design, plans, specifications, and applicable laws and regulations.
13. The holder will be liable for all fire suppression costs resulting from fires caused during construction, operations, or decommissioning. The holder shall comply with all guidelines and restrictions imposed by agency fire control officials.
14. The holder shall fund in accordance with 43 CFR 2805.16 a third party Compliance and Inspection Program as deemed necessary by the Authorized Officer to ensure compliance with the terms, conditions, and stipulations of this ROW grant and applicable laws and regulations.
15. Bald and/or golden eagles may now or hereafter be found to utilize the project area. Therefore compliance with the applicable Bald and Golden Eagle Protection Act (Eagle Act) requirements is a condition of this right-of-way grant, including, without limitation, the implementation of the Project's Eagle Conservation Plan. Since the holder has applied for an Eagle Act take permit in connection with the Project, upon the issuance of such a permit, compliance with its terms and conditions will automatically become a condition of this grant. To the extent any existing conditions here or in the draft Eagle Conservation Plan are inconsistent with such permit, the terms and conditions of that permit will control. While construction and operation of the Project can proceed before an Eagle Act permit is issued, in the event of a take of a golden eagle prior to the issuance of an Eagle Act take permit by the United States Fish and Wildlife Service, the holder will be required to implement limitations and other measures deemed necessary by the Authorized Officer on the operation of nearby wind turbine generators during

hours when eagles are active on the site, which measures may include real-time curtailment of those specific wind turbine generators determined to pose a risk to onsite eagles. In the event of take, such limitations would apply until the take permit is issued, at which time the terms and conditions of that permit would control. This stipulation does not constitute authorization to take an eagle.

16. The holder shall comply with the conditions contained in the Environmental and Construction Compliance Monitoring Program.
17. Within 14 days of issuance of the right-of-way grant or prior to the issuance of a Notice To Proceed, whichever comes first, the holder is required to update the plan of development to incorporate all Adopted Mitigation from the Final Environmental Impact statement identified in the Record of Decision, as modified.
18. The project owner shall implement the Decommissioning Plan which should contain the following modifications:

Per BLM regulations all cactus on-site must be salvaged. Species to be salvaged include cottontop cactus, California barrel cactus, common fishhook cactus beavertail cactus, silver cholla, and pencil cholla. Salvaged material will be used in the restoration areas and around the on-site buildings. Should excess succulents be removed that cannot be transplanted, their disposition will be managed by BLM.
19. The grant holder shall construct and utilize common use ancillary facilities where the authorized officer deems it necessary. The grant holder shall not charge for the use of the lands made subject to such additional ROW grants.
20. The grant holder shall provide appropriate documentation, as determined by the Authorized Officer, identifying ownership of the grant holder. The holder shall notify the BLM 30 days before any proposed change of grant holder ownership.
21. The Holder agrees that it will not assert any claim to or interest in any water right to surface or groundwater associated with the project site, project construction, or operations, provided, however, that the Holder may use groundwater at the authorized project site consistent with the terms and conditions of holder's grant(s).
22. Upon discovery of human remains in California, all work in the area must cease immediately. Nothing is to be disturbed and the area is to be secured. The County Coroner's Office of the county where the suspected remains were located must be called. The appropriate land manager/owner or the site shall also be called and informed of the discovery.

If the remains are located on federal lands, federal land managers/federal law enforcement/federal archaeologist are to be informed as well because of complementary jurisdiction issues. It is very important that the suspected remains and the area around them remain undisturbed and the proper authorities called to the scene as soon as possible as it could be a crime scene.

The Coroner will determine if the bones are historic/archaeological or modern.

Modern Remains

If the Coroner's Office determines the remains are of modern origin, the appropriate law enforcement officials will be called by the Coroner and conduct the required procedures. Work will not resume until law enforcement has released the area.

Archaeological Remains

If the remains are determined to be archaeological in origin and there is no legal question, the protocol changes depending on whether the discovery site is located on federally or non-federally owned/managed lands.

After the Coroner has determined the remains are archaeological or historic and there is no legal question, the appropriate Field Office Archaeologist must be called. The archaeologist will initiate the proper procedures under ARPA and/or American Graves Protection and Repatriation Act of 1990 (NAGPRA). If the remains can be determined to be Native American, the steps as outlined in NAGPRA, 43 CFR 10.6 Inadvertent discoveries, must be followed.

24. The holder must comply with requests from the Authorized Officer to modify, adapt or initiate new project monitoring activities involving natural resources including but not limited to air, water and wildlife species that vary from or are in addition to those identified in the Plan of Development and/or ROW grant stipulations. The holder agrees to adhere to the monitoring data standards identified by the Authorized Officer. Compliance with such requests will ensure that project monitoring activities involving natural resources support and are consistent with evolving standards and protocols identified by the BLM for long term monitoring of the impacts of the Bureau's wind energy program on the natural resources of affected public lands. In accepting this Right of Way grant, the holder recognizes the BLM and its assigns may exercise the United States' retained right to access the lands covered by the grant in accordance with 43 C.F.R. § 2805.15(a) to, among other things, conduct long-term monitoring activities involving natural resources.

The holder must cooperate with the Bureau in making available to the public all project monitoring data involving natural resources that is submitted as a requirement of the POD, ROW grant, Biological Opinion, or in response to a request from the Authorized Officer. The monitoring data covered by this section do not qualify as trade secrets or as confidential data.

For desert tortoise in particular, the holder will post on its project website within 10 business days of reporting due dates, all natural resource and desert tortoise monitoring data, including data regarding tortoises found during clearance activities, data about tortoise mortality after translocation and any other monitoring data about tortoises that the holder is required to provide pursuant to the requirements of the ROW and Biological Opinion or other requests of the Authorized Officer.